

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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|---|-------------------------|
| In re: | Chapter 11 |
| W.R. Grace & Co., <u>et al.</u> , | Case No. 01-01139 (JKF) |
| Debtors. | Jointly Administered |
| Hearing Date: December 19, 2011 at 9:00 a.m. Objection Deadline: December 2, 2011 at 4:00 p.m. | |

**SUMMARY OF FORTY-FIRST QUARTERLY FEE APPLICATION
OF DUANE MORRIS LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM APRIL 1, 2011 THROUGH JUNE 30, 2011**

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| Applicant: | Duane Morris LLP |
| Professional Services To: | Official Committee of Unsecured Creditors |
| Date of Retention: | Effective April 17, 2001 (Order entered June 21, 2001) |
| Period For Which Compensation And Reimbursement Is Sought: | April 1, 2011 through June 30, 2011 |
| Amount of Compensation Sought As Actual, Reasonable And Necessary: | \$75,428.50 |
| Amount of Expense Reimbursement Sought As Actual, Reasonable And Necessary: | \$1,358.93 |

This is a quarterly fee application.

PRIOR QUARTERLY APPLICATIONS

| Date Filed | Requested | Fees Requested | Expenses Requested | Fees Approved | Expenses Approved |
|----------------------|---------------------|-----------------------|---------------------------|----------------------|--------------------------|
| 1. 8/30/01 (829) | 4/17/01 – 6/30/01 | \$41,314.50 | \$4,026.77 | | |
| 2. 2/5/02 (1623) | 7/01/01 – 9/30/01 | \$22,375.50 | \$9,113.34 | | |
| 3. 2/11/02 (1660) | 10/01/01 – 12/31/01 | \$17,349.50 | \$3,436.30 | \$68,886.50 | \$16,576.41 |
| 4. 5/16/02 (2070) | 1/1/02 – 3/31/02 | \$38,759.50 | \$5,113.59 | \$37,486.50 | \$5,113.59 |
| 5. 11/7/02 (2950) | 4/1/02 – 6/30/02 | \$50,323.00 | \$4,181.96 | \$49,098.00 | \$4,181.96 |
| 6. 10/24/02 (2879) | 7/1/02 – 9/30/02 | \$89,953.00 | \$8,038.01 | \$89,652.00 | \$8,038.01 |
| 7. 3/28/03 (3566) | 10/1/02 – 12/31/02 | \$61,880.50 | \$3,757.47 | \$61,880.50 | \$3,757.47 |
| 8. 6/23/03 (3939) | 1/1/03 – 3/31/03 | \$32,900.90 | \$1,415.62 | \$32,900.90 | \$1,319.72 |
| 9. 9/18/03 (4450) | 4/1/03 – 6/30/03 | \$32,863.50 | \$3,789.95 | \$32,863.50 | \$3,789.95 |
| 10. 1/29/04 (5028) | 7/1/03 – 9/30/03 | \$40,040.50 | \$351.60 | \$40,040.50 | \$351.60 |
| 11. 4/16/04 (5453) | 10/1/03 – 12/31/03 | \$64,624.50 | \$756.78 | \$64,624.50 | \$756.78 |
| 12. 7/2/04 (5920) | 1/1/04 – 3/31/04 | \$45,639.00 | \$1,378.35 | \$45,639.00 | \$1,378.35 |
| 13. 8/2/04 (6103) | 4/1/04 – 6/30/04 | \$77,218.00 | \$3,909.57 | \$77,218.00 | \$3,909.57 |
| 14. 11/15/04 (6925) | 7/1/04 – 9/30/04 | \$55,509.00 | \$783.31 | \$55,509.00 | \$783.31 |
| 15. 2/14/05 (7760) | 10/1/04-12/31/04 | \$100,271.00 | \$10,120.25 | \$100,271.00 | \$10,120.25 |
| 16. 5/18/05 (8456) | 1/1/05 – 3/31/05 | \$77,387.00 | \$3,686.77 | \$74,968.00 | \$3,686.77 |
| 17. 8/15/05 (9191) | 4/1/05 – 6/30/05 | \$45,254.50 | \$1,148.39 | \$43,824.50 | \$1,148.39 |
| 18. 11/16/05 (11098) | 7/1/05 – 9/30/05 | \$54,274.00 | \$2,934.36 | \$54,044.00 | \$2,934.36 |
| 19. 2/17/06 (11835) | 10/1/05 – 12/31/05 | \$51,287.00 | \$2,277.70 | \$51,287.00 | \$2,277.70 |
| 20. 5/30/06 (12545) | 1/1/06 – 3/31/06 | \$47,740.50 | \$942.69 | \$47,740.50 | \$942.69 |
| 21. 8/15/06 (12984) | 4/1/06 – 6/30/06 | \$55,469.00 | \$3,022.31 | \$55,469.00 | \$3,022.31 |
| 22. 11/30/06 (13853) | 7/1/06 – 9/30/06 | \$89,965.00 | \$2,032.77 | \$89,965.00 | \$2,032.77 |
| 23. 3/1/07 (14718) | 10/1/06 – 12/31/06 | \$111,677.00 | \$1,450.75 | \$111,677.00 | \$1,031.40 |
| 24. 5/29/07 (15875) | 1/1/07 – 3/31/07 | \$83,795.00 | \$962.79 | \$83,795.00 | \$962.79 |

| | | | | | |
|----------------------|--------------------|--------------|-------------|--------------|-------------|
| 25. 8/30/07 (16711) | 4/1/07 – 6/30/07 | \$59,857.50 | \$9,248.40 | \$59,857.50 | \$9,248.40 |
| 26. 11/29/07 (17492) | 7/1/07 – 9/30/07 | \$103,117.00 | \$2,899.55 | \$103,117.00 | \$2,899.55 |
| 27. 2/5/08 | 10/1/07 – 12/31/07 | \$107,363.50 | \$4,610.51 | \$107,363.50 | \$4,610.51 |
| 28. 6/16/08 | 1/1/08 – 3/31/08 | \$124,129.00 | \$11,884.39 | \$124,129.00 | \$11,884.39 |
| 29. 9/22/08 | 4/1/08 – 6/30/08 | \$136,632.50 | \$4,572.04 | \$136,632.50 | \$4,572.04 |
| 30. 2/25/09 | 7/1/08 – 9/30/08 | \$77,335.00 | \$3,348.21 | \$77,335.00 | \$3,348.21 |
| 31. 4/13/09 | 10/1/08 – 12/31/08 | \$78,318.00 | \$3,788.25 | \$77,544.00 | \$3,572.93 |
| 32. 6/5/09 | 1/1/09 – 3/31/09 | \$115,441.00 | \$3,603.58 | \$115,441.00 | \$3,603.58 |
| 33. 8/19/09 | 4/1/09 – 6/30/09 | \$175,331.00 | \$4,115.23 | \$175,331.00 | \$4,115.23 |
| 34. 2/12/10 | 7/1/09 – 9/30/09 | \$210,367.00 | \$4,349.52 | \$210,367.00 | \$4,324.07 |
| 35. 3/24/10 | 10/1/09 – 12/31/09 | \$82,878.50 | \$4,393.13 | \$82,744.50 | \$4,267.35 |
| 36. 5/28/10 | 1/1/10 – 3/31/10 | \$54,047.50 | \$2,322.02 | \$54,047.50 | \$2,322.02 |
| 37. 8/18/10 | 4/1/10 – 6/30/10 | \$28,776.50 | \$1,596.18 | \$28,776.50 | \$1,596.18 |
| 38. 12/30/10 | 7/1/10 – 9/30/10 | \$75,428.50 | \$1,358.93 | \$75,428.50 | \$1,358.93 |
| 39. 3/3/31 | 10/1/10 – 12/31/10 | \$23,319.00 | \$988.07 | \$23,319.00 | \$988.07 |
| 40. 7/15/11 | 1/1/11 – 3/31/11 | \$75,428.50 | \$1,358.93 | Pending | Pending |

**SUMMARY OF TIME AND THE HOURLY RATES CHARGED BY THE
APPLICANT FOR ITS ATTORNEY AND PARALEGAL TIME FOR THE PERIOD
FROM APRIL 1, 2011 THROUGH JUNE 30, 2011**

| Name of Professional Person | Position of the Applicant/No. of Years in Position | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|-----------------------------|--|---------------------|--------------------|--------------------|
| William S. Katchen | Of Counsel/41 years | \$835.00 | 35.8 | \$29,893.00 |
| Michael R. Lastowski | Partner/15 years | \$745.00 | 35.5 | \$26,447.50 |
| Richard W. Riley | Partner/15 years | \$590.00 | 28.2 | \$16,638.00 |
| Catherine M. Dooley | Paralegal | \$245.00 | 0.5 | \$122.50 |
| Stephanie Lenkiewicz | Paralegal | \$175.00 | 13.3 | \$2,327.50 |
| TOTAL | | | 113.3 | \$75,428.50 |

COMPENSATION BY PROJECT CATEGORY

| Project Category | Total Hours | Total Fees |
|---|--------------|--------------------|
| Case Administration (04) | 1.2 | \$210.00 |
| Claim Analysis Objection Resolution (Non-Asbestos) (06) | 0.6 | \$447.00 |
| Committee (07) | 4.7 | \$3,924.50 |
| Employment Applications, Others (10) | 0.4 | \$70.00 |
| Fee Applications, Applicant (12) | 4.0 | \$757.00 |
| Fee Applications, Others (13) | 7.5 | \$1,312.50 |
| Hearings (15) | 13.7 | \$10,935.50 |
| Plan and Disclosure Statement (17) | 59.6 | \$40,031.00 |
| ZAI Science Trial (24) | 0.2 | \$167.00 |
| Other (25) | 21.4 | \$17,574.00 |
| TOTAL | 113.3 | \$75,428.50 |

EXPENSE SUMMARY

| Expense Category | Provider | Total Expenses |
|------------------------|----------|-------------------|
| Printing & Duplicating | Parcels | \$929.74 |
| Messenger Service | Parcels | \$10.00 |
| Travel – Local | | \$37.74 |
| Court Costs | | \$37.00 |
| Court Search | | \$37.70 |
| Printing & Duplicating | Internal | \$111.50 |
| Travel | Amtrak | \$150.00 |
| Meeting Expense | | \$45.25 |
| TOTAL | | \$1,358.93 |

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| In re: | Chapter 11 |
| W.R. Grace & Co., <u>et al.</u> , | Case No. 01-01139 (JKF) |
| Debtors. | Jointly Administered |
| | Hearing Date: December 19, 2011 at 9:00 a.m. |
| | Objection Deadline: December 2, 2011 at 4:00 p.m. |

**FORTY-FIRST QUARTERLY FEE APPLICATION
OF DUANE MORRIS LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM APRIL 1, 2011 THROUGH JUNE 30, 2011**

Duane Morris LLP (the “Applicant”), co-counsel to the Official Committee of Unsecured Creditors in the above-captioned case (the “Committee”), for its Forty-First Quarterly Application of Duane Morris LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from April 1, 2011 through June 30, 2011 (the “Application”), respectfully represents and alleges:

I. INTRODUCTION

1. Applicant makes this Application for payment of professional services rendered and expenses incurred in its representation of the Committee as provided under §§ 330 and 331 of title 11 of the United States Code (“Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”), the applicable local rules of this Court and the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members entered by this Court on April 17, 2002 (Docket No. 1949) (the “Administrative Order”).

2. Applicant, in its Application, seeks an award of compensation in the amount of \$75,428.50 for 113.3 hours of professional services rendered from April 1, 2011 through June 30, 2011 (the “Compensation Period”); and reimbursement of disbursements actually and necessarily incurred in the amount of \$1,358.93 during the Compensation Period.

II. BACKGROUND

3. On April 2, 2001 (the “Petition Date”), the Debtors commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 title 11 of the United States Code, 11 U.S.C. §§101 et seq. (the “Bankruptcy Code”).

4. The Debtors have continued in possession of their properties and have continued to operate and manage their businesses as debtors-in-possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors chapter 11 cases have been procedurally consolidated and are being jointly administered.

5. On April 22, 2001, the United States Trustee formed the Committee consisting of the following members: J.P. Morgan Chase & Co., ABN AMRO Bank N.V., Bank of America, N.A., The Bank of New York, as indenture Trustee, Bankers Trust Company, as indenture Trustee, First Union National Bank, Sealed Air Corporation, Wachovia Bank N.A., and Zhagrus Environmental, Inc. During the first meeting of the Committee on April 22, 2001, the Committee duly selected Stroock, Stroock & Lavan, LLP as its counsel to represent the Committee in all matters during the pendency of the Debtors’ chapter 11 cases.

6. The Committee, thereafter, requested the assistance of Duane Morris LLP, with an office located at 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801, to act as local counsel to the Committee during the pendency of the Debtors’ chapter 11 cases.

III. PROFESSIONAL SERVICES RENDERED

7. Through this Forty-First Interim Application, Duane Morris LLP seeks allowance and payment of fees in the amount of \$75,428.50, and reimbursement for actual and necessary expenses in the amount of \$1,358.93. Applicant is seeking compensation for services performed on behalf of or for the Committee, and not on behalf of any debtor, creditor or other person.

8. Applicant has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Applicant and any other person for the sharing of compensation to be received for services rendered in this case.

9. All services for which compensation is requested by Duane Morris LLP pursuant to this Application were performed on behalf of the Committee.

10. This is Duane Morris LLP's forty-first interim application.

IV. SUMMARY OF SERVICES RENDERED

11. During the Compensation Period, Applicant provided significant professional services to the Committee in connection with this chapter 11 case. These services included, among other things, assisting, advising and representing the Committee with respect to the following matters: (i) the administration of this case and the exercise of oversight with respect to the Committee; (ii) preparation and review on behalf of the Committee of applications, motions, memoranda, orders, reports and other legal papers; (iii) appearances in court and at meetings to represent the interests of the Committee; (iv) research and investigation; (v) communication with the Committee's constituents and others; and (vi) the performance of all of the Committee's duties and powers under the Bankruptcy Code and the Bankruptcy Rules and the performance of such other services as were in the interests of those represented by the Committee.

12. In accordance with the Local Rules and the Administrative Order, a summary of the principal services performed by the Applicant on behalf of the Committee by work/litigation task code for the period April 1, 2011 through June 30, 2011 is annexed hereto as Exhibit A.

13. In accordance with the Local Rules and the Administrative Order, computerized printouts of the Applicant's itemized time records and disbursements ("Time Records") necessarily incurred in the performance of Applicant's duties as co-counsel to the Committee, are annexed hereto as Exhibits B through D. The Applicant has ordered the entries in its Time Records into various categories in accordance with the guidelines issued by the Office of the United States Trustee.

14. As set forth in Exhibit B, Duane Morris LLP rendered 43.3 hours of professional services during the period April 1, 2011 through April 30, 2011 resulting in legal fees in the amount of \$29,853.50 and associated reasonable and necessary expenses in the amount of \$10.00.

15. As set forth in Exhibit C, Duane Morris LLP rendered 26.0 hours of professional services during the period May 1, 2011 through May 31, 2011 resulting in legal fees in the amount of \$16,460.00 and associated reasonable and necessary expenses in the amount of \$211.76.

16. As set forth in Exhibit D, Duane Morris LLP rendered 44.0 hours of professional services during the Period June 1, 2011 through June 30, 2011 resulting in legal fees in the amount of \$29,115.00 and associated reasonable and necessary expenses in the amount of \$1,137.17.

17. It is Applicant's policy to charge its clients in all areas of practice for identifiable non-overhead expenses incurred in connection with the client's case that would not have been

incurred except for representation of that particular client. Applicant has photocopying performed by an outside service whose rates range from \$0.11 to \$0.15 per page. Applicant charges \$0.10 per page for internal printing and duplicating.

18. Applicant has worked closely with the Debtor, the Committee, the Debtor's advisors, and other professionals in the case to avoid unnecessary duplication of the services charged to the Committee.

V. CONCLUSION

19. Applicant has necessarily and properly expended 113.3 hours of service in performance of its duties as counsel to the Committee during the Compensation Period. Accordingly, Applicant respectfully requests a fee allowance for professional services rendered in the amount of \$75,428.50.

20. Applicant also respectfully requests reimbursement of disbursements actually and necessarily incurred in the amount of \$1,358.93 during the Compensation Period.

21. Although every effort has been made to include all fees and expenses incurred during the Compensation Period in this Application, some fees and expenses from the Compensation Period might not be included in the Application due to the delays caused by accounting and processing procedures. Applicant reserves the right to make further application to the Court for allowance of fees and expenses not included herein.

WHEREFORE, Applicant respectfully requests an interim award of compensation for professional services rendered as counsel to the Committee during the Compensation Period in the sum of \$75,428.50, and reimbursement of disbursements actually and necessarily incurred in the amount of \$1,358.93 during the Compensation Period, and for such other and further relief as this Court deems just and proper.

Dated: September 19, 2011
Wilmington, Delaware

/s/ Michael R. Lastowski

Michael R. Lastowski (DE 3892)
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- and -

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*Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | |
|-----------------------------------|-------------------------|
| In re: | Chapter 11 |
| W.R. Grace & Co., <u>et al.</u> , | Case No. 01-01139 (JKF) |
| Debtors. | Jointly Administered |

DECLARATION OF MICHAEL R. LASTOWSKI

Michael R. Lastowski hereby declares as follows:

1. I am a partner at the law firm of Duane Morris LLP, counsel for the Official Committee of Unsecured Creditors (collectively, the “Committee”).
2. I have read the Forty-First Quarterly Application of Duane Morris LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from April 1, 2011 through June 30, 2011 (the “Application”), and know the contents thereof. The same are true to the best of my knowledge, except as to matters therein alleged to be upon information and belief, and as to those matters, I believe them to be true. I am familiar with all work performed on behalf of the Committee by the attorneys and para-professionals in the firm of Duane Morris LLP.

Dated: September 19, 2011

/s/ Michael R. Lastowski

Michael R. Lastowski (DE 3892)